



ENTERED
04/23/2018

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

**OFFSHORE SPECIALTY
FABRICATORS, LLC,**

DEBTOR.

§
§
§
§
§
§

Case No. 17-35623

(Chapter 11)

**REVISED ORDER APPROVING SALE PROCEDURES IN CONNECTION WITH THE
SALE OF THE ACCOMMODATIONS UNIT
[This Order relates to ECF Nos. 553 & 575]**

On March 19, 2018, Offshore Specialty Fabricators, LLC (the “Debtor”) filed a motion pursuant to §§ 105 and 363 of title 11 of the United States Code (the “Bankruptcy Code”) and Rules 2002, 6004, and 9007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for Entry of an Order (i) Approving Sale Procedures in Connection with the Sale of Non-Barge Assets, (ii) Approving Form and Notice Thereof; and (iii) Authorizing the Debtor to Sell Non-Barge Assets [ECF No. 553], (the “Motion”).¹

The Court finds that: (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. § 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of the Debtor, its estate, and its creditors; (iv) proper and adequate notice of the Motion has been given and no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of the relief as set forth herein. Therefore,

**THE COURT HEREBY MAKES THE FOLLOWING FINDINGS OF FACT AND
CONCLUSIONS OF LAW:²**

¹ Capitalized terms used but not defined herein have the meanings assigned to such terms in the Motion.

² The findings and conclusions set forth herein constitute the Court’s findings of fact and conclusions of law pursuant to Bankruptcy Rule 7052, made applicable to this proceeding pursuant to Bankruptcy Rule 9014.

A. This Court has jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334. This proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this district and in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

B. The statutory bases for the relief requested in the Motion are: (i) §§ 105 and 363 of the Bankruptcy Code and (ii) Rules 2002(a)(2), 6004, and 9007 of the Federal Rules of Bankruptcy Procedure.

C. Notice of the Motion is sufficient in light of the circumstances and the nature of the relief requested in the Motion.

D. The Debtor has articulated good and sufficient reasons for this Court to: (i) approve the revised Sale Procedures; and (ii) authorize the Debtor to sell the Unit pursuant to the Sale Procedures.

E. Sale Procedures. The revised Sale Procedures, attached as Exhibit 1 to this Order, are designed to encourage all entities to put their best bids forward and to maximize the value of the Unit.

F. Based upon the foregoing findings and conclusions, the Motion and the record before the Court with respect to the Motion, and good and sufficient cause appearing therefor, IT IS HEREBY ORDERED THAT:

1. All objections to the relief requested in the Motion that have not been withdrawn, waived, or settled as announced to the Court at the hearing on the Motion, are overruled.

2. The revised Sale Procedures, attached hereto as Exhibit 1, are hereby authorized and approved. The Debtor is authorized to take any and all actions necessary to implement the

If any of the following findings of fact constitute conclusions of law, they are adopted as such. To the extent any of the following conclusions of law constitute findings of fact, they are adopted as such.

Sale Procedures.

3. The Debtor is authorized to take all actions necessary and appropriate to implement and effectuate the relief granted pursuant to this Order in accordance with the Motion and do other things as may be necessary and appropriate to comply with the requirements established by the revised Sale Procedures and this Order.

4. Any stay of this Order, whether arising from Rules 6004 and/or 6006 of the Federal Rules of Bankruptcy Procedure or otherwise, is hereby expressly waived and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

5. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

6. To the extent of any inconsistency between this Order and any attachment to this Order, this Order controls. The Debtor is authorized to amend any attachment to this Order such that the attachments conform to the Order.

SIGNED this 23rd day of Apr, 2018.


UNITED STATES BANKRUPTCY JUDGE

[Exhibit 1 – Unit Sale Procedures]

Process Oversight. The Debtor's Chief Restructuring Officer, David Weinoffer (the "CRO"), will serve as administrator of the auction process. The CRO may be contacted at david@weinoffer.com or at c/o Michael D. Fritz 909 Fannin, Suite 3700, Houston, TX 77010.

Certain Assets Classes to Be Auctioned: Henderson Auctions will market and sell the accommodations unit reflected in **Exhibit A** (the "Unit") via its on-line and live auction process. Additionally, Henderson will attempt to include the Unit in its Marine/Oilfield Equipment Auction scheduled to take place in New Orleans on April 26, 2018.

Auctioneer Compensation: Henderson will charge the Debtor a 10% seller's commission as compensation for its services.

Pick-Up Only. The Unit is offered *in situ* for pick-up. The Debtor will not be responsible for delivering, moving, removing, or otherwise preparing the Unit in connection with any auction or sale contemplated by these procedures.

Sale Free and Clear: All of the Debtor's right, title, and interest in and to the Unit will be sold free and clear of all pledges, liens, security interests, encumbrances, claims, charges, options and interests thereon and there against (collectively, the "Claims and Interests"), with any such Claims and Interests to attach to the net proceeds of the sale of the Unit.

Due Diligence: The Debtor will afford any potential bidders reasonable access to the Unit so that they may conduct inspections. The Debtor may, in its reasonable business judgment and in consultation with the Official Committee of Unsecured Creditors (the "Committee"), coordinate diligence efforts such that multiple potential bidders have simultaneous access to the Unit. The Debtor shall also afford potential bidders other due diligence information which a potential bidder may reasonably request and as to which the Debtor, in its reasonable business judgment and in consultation with the Committee, may agree.

Removal of Assets. Any purchaser of the Unit must remove it from the Debtor's facility no later than 14 days after finalizing the purchase of the Unit.

OSF-LLC BANKRUPTCY LIQUIDATION

EXHIBIT B

205 MAN LIVING QUARTERS

205 Man Living Quarters / Office



205 Man Living Quarters / Office

11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Exterior



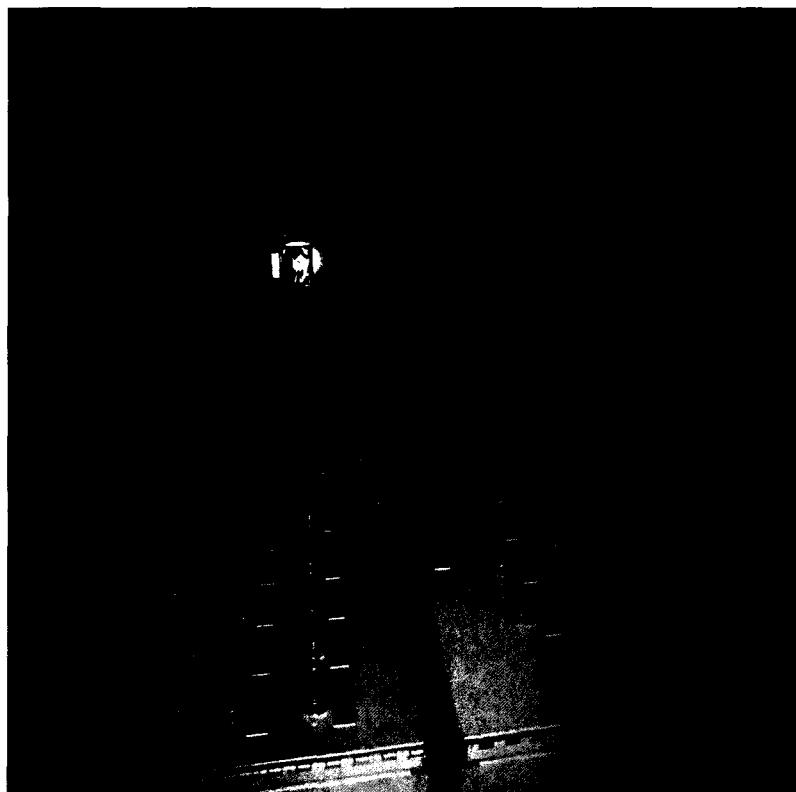
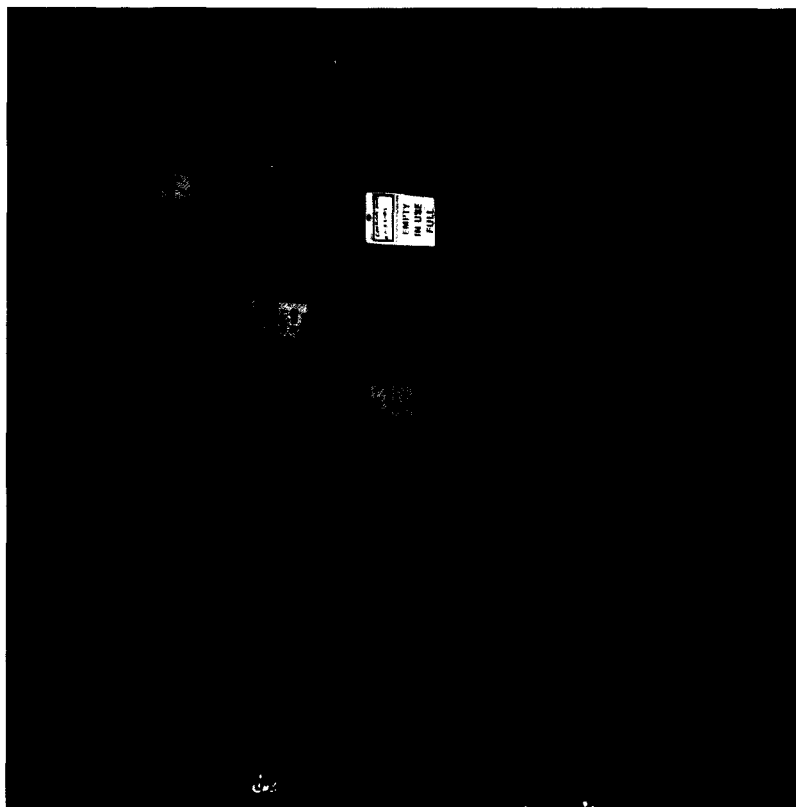
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Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

MCC Room



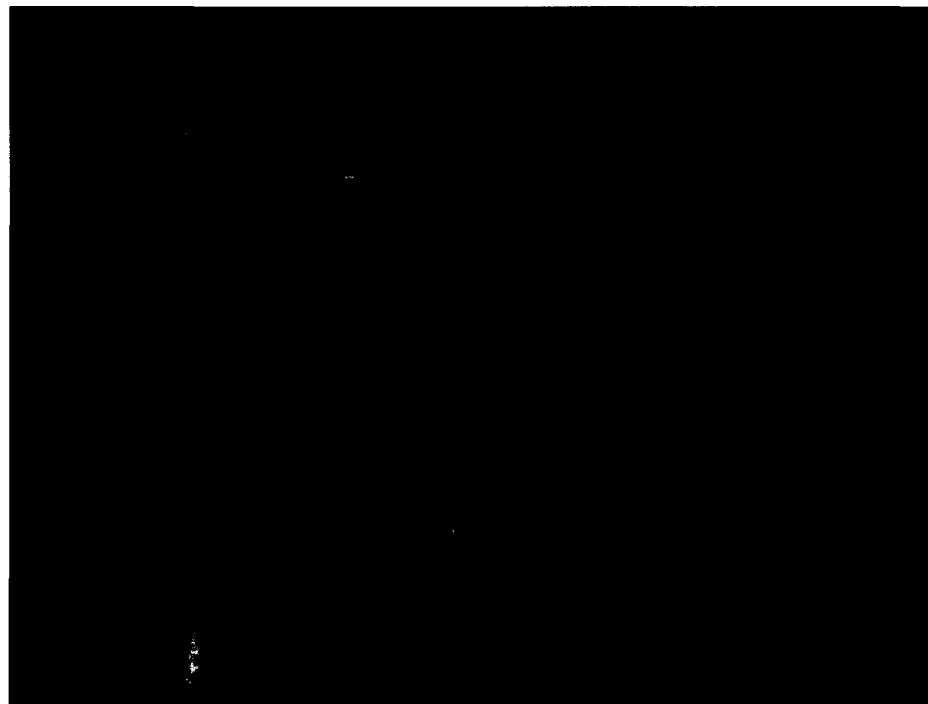
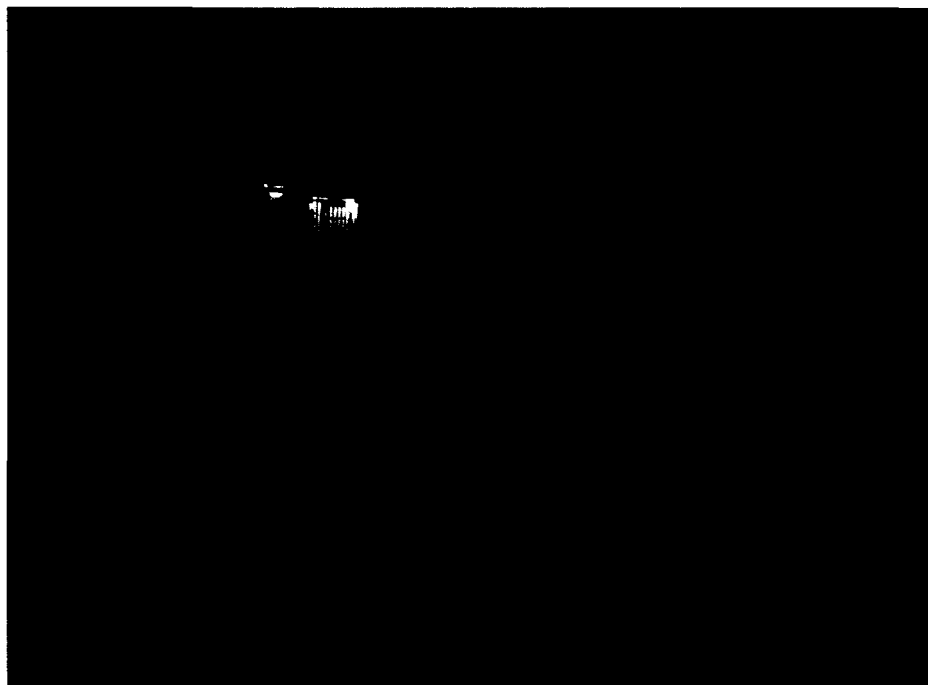
11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Air Handler



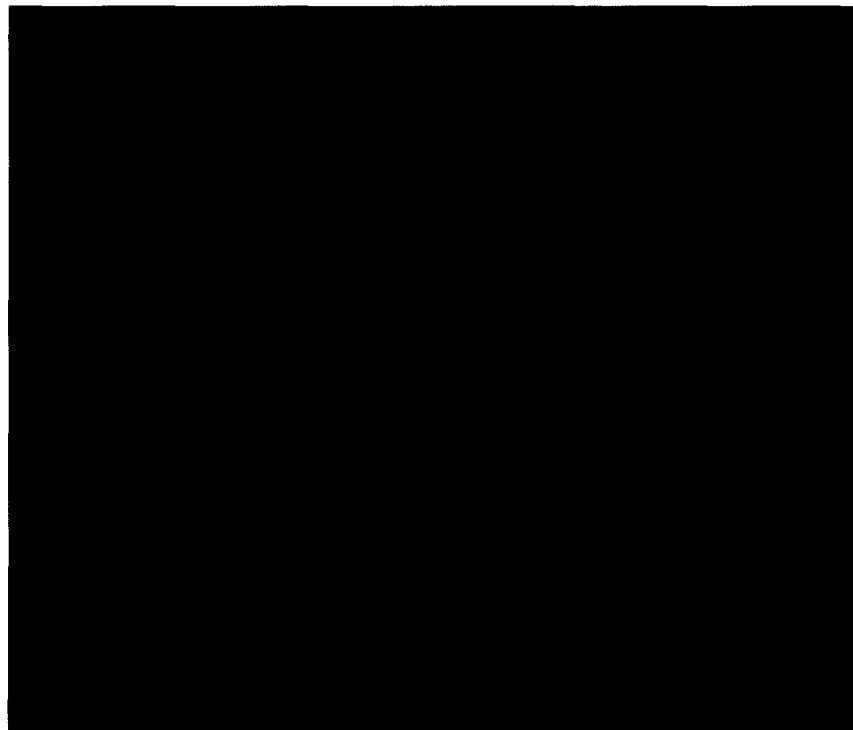
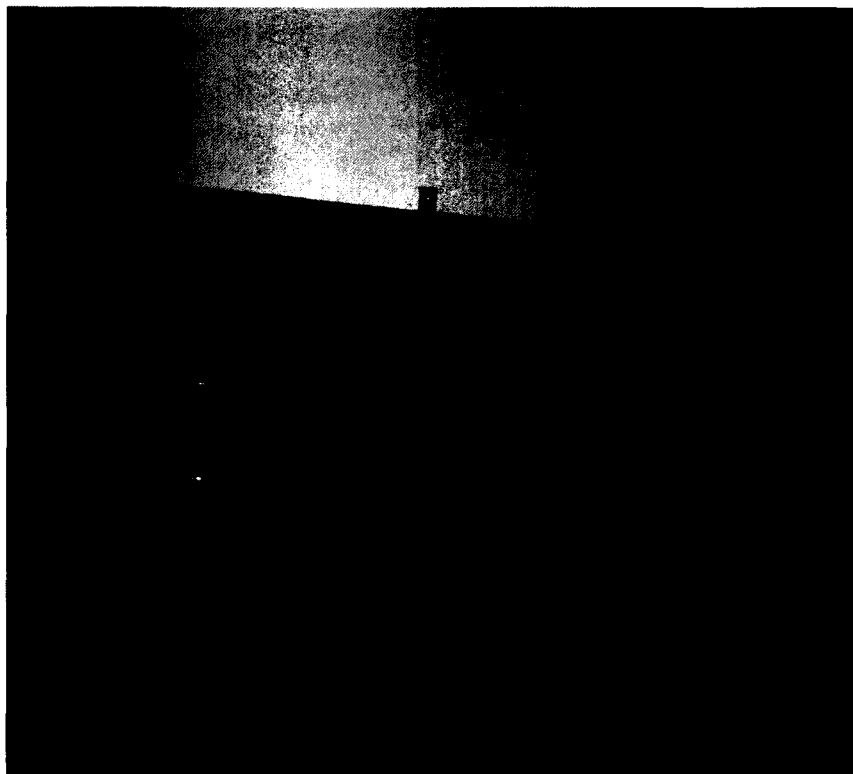
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Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

1st Floor Bathroom

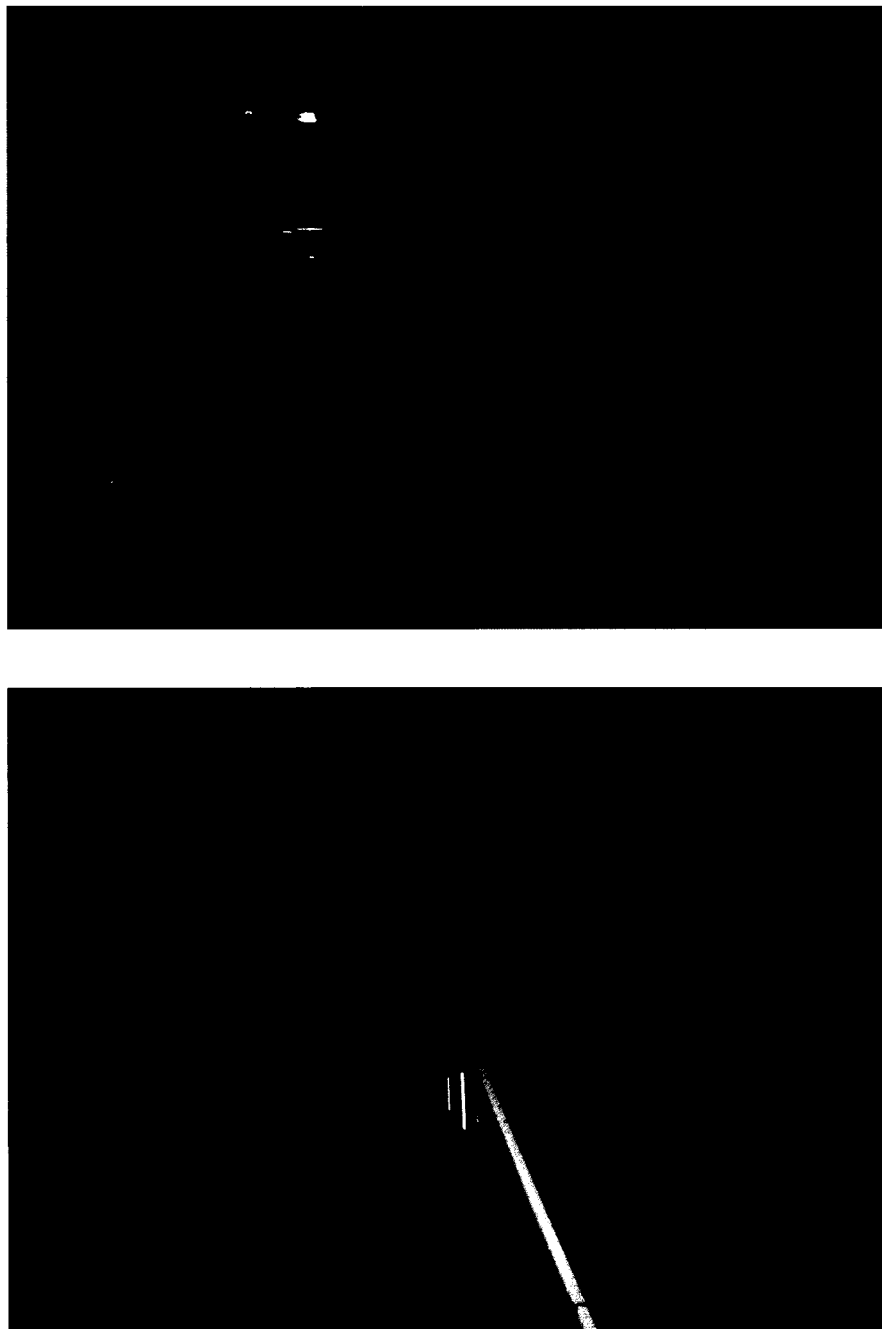


11/7/2017

Offshore Specialty Fabricators, LLC

205 Man Living Quarters / Office

Reception Office



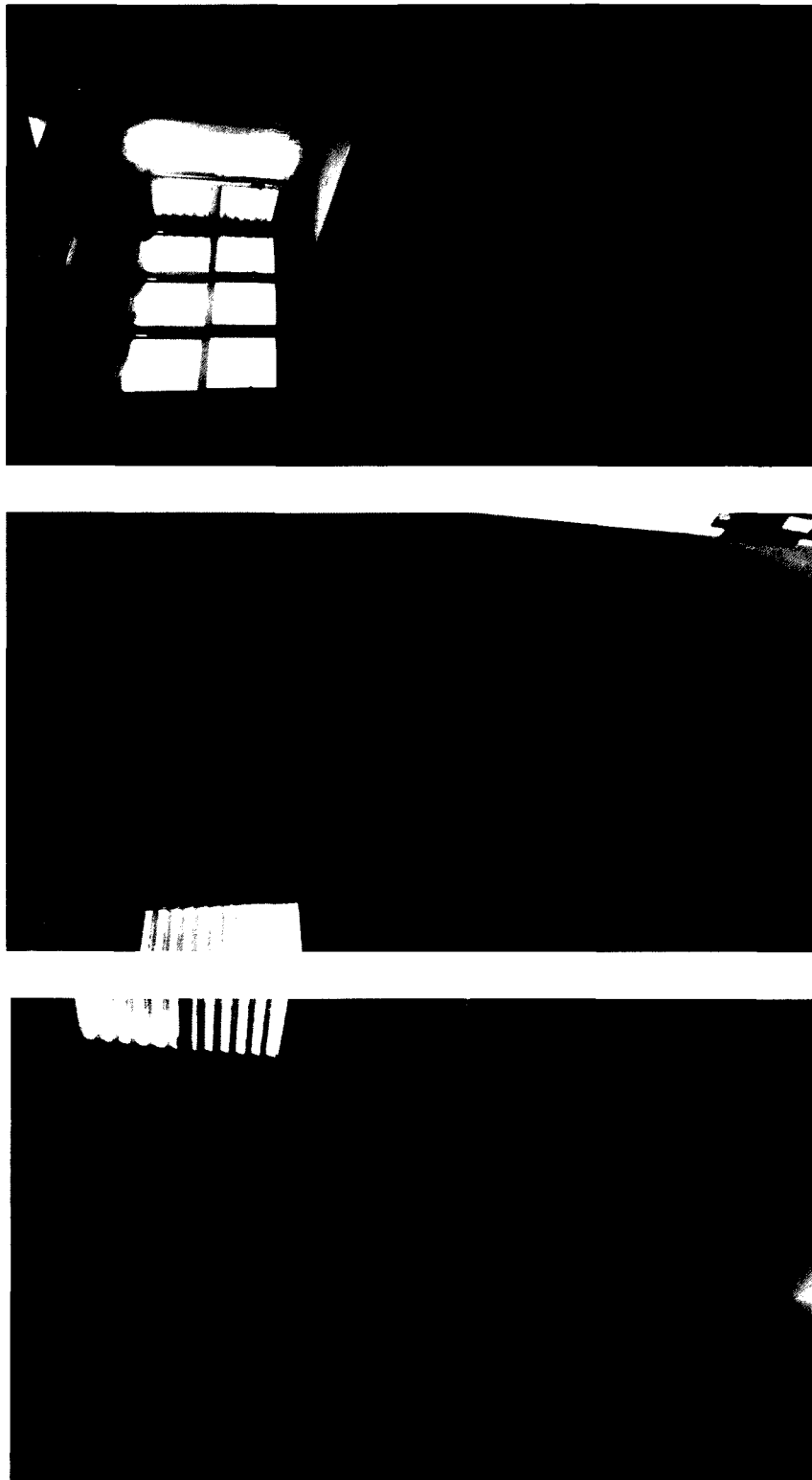
Offshore Specialty Fabricators, LLC

11/7/2017



205 Man Living Quarters / Office

1st Floor Offices



11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Stairwell



11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Typical 2-Man Bunk



11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Typical Single Bunk



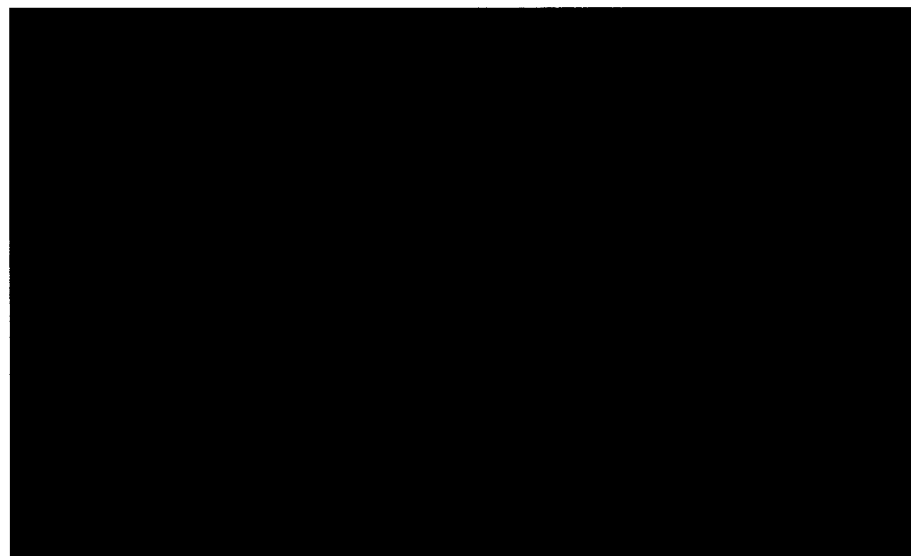
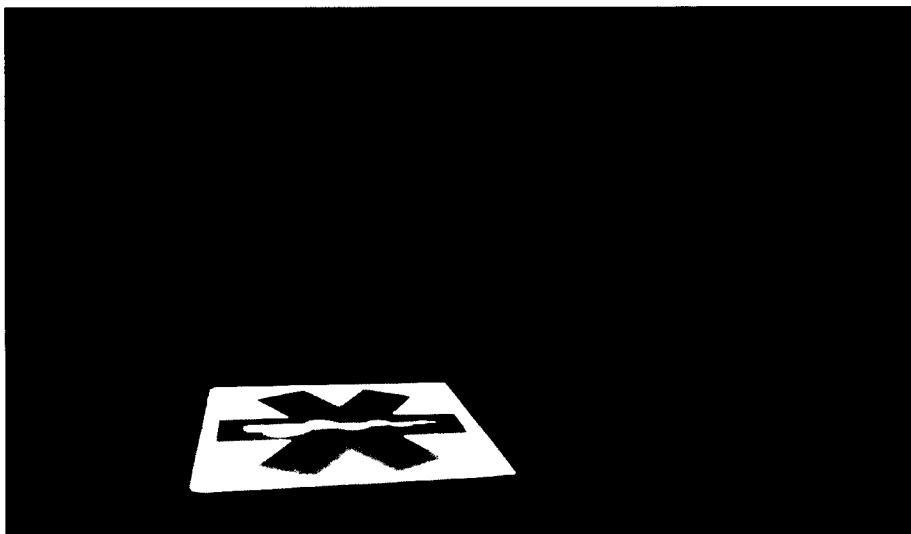
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Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Medic's Office



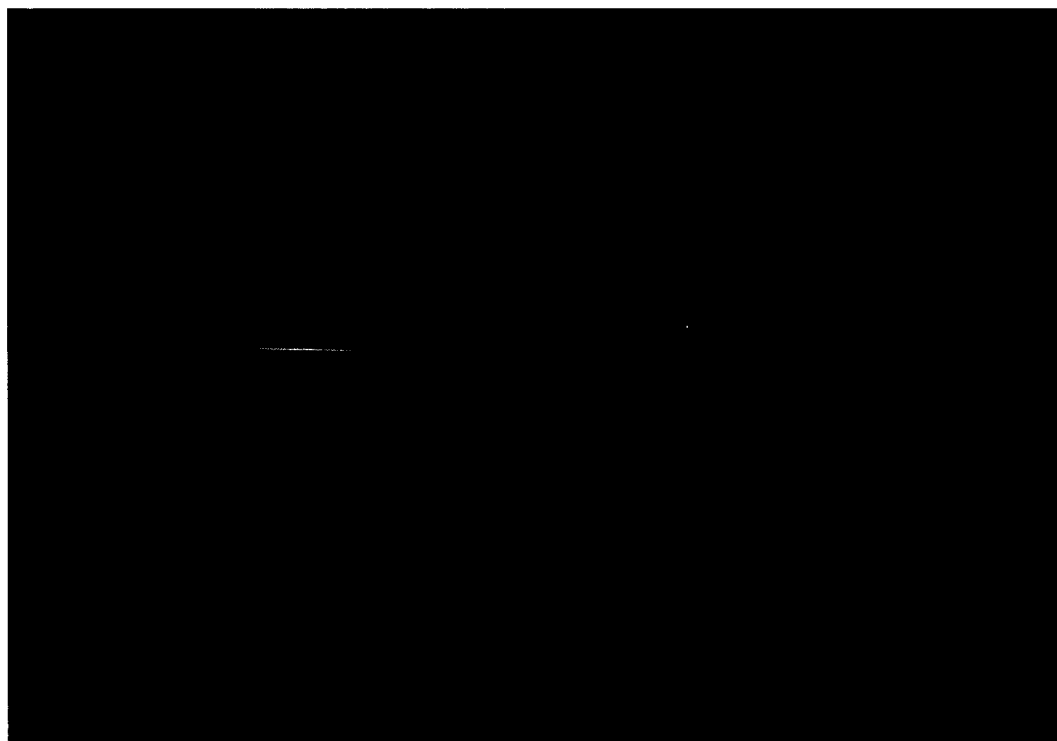
11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Small Conference Room



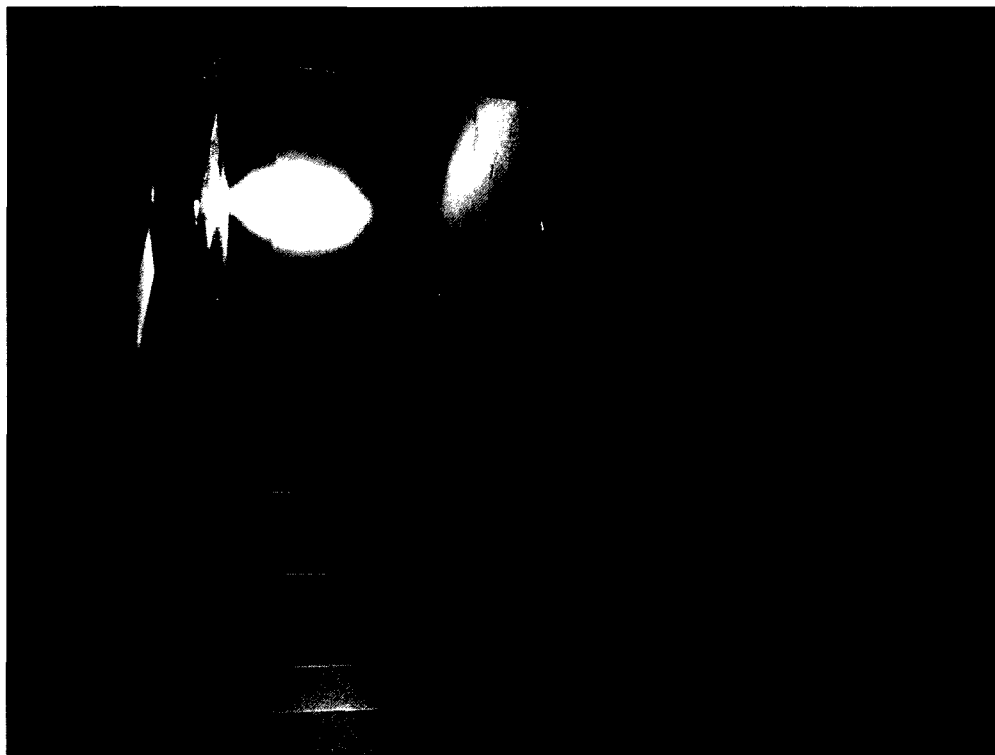
11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Large Conference / Media Room



11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

Rec Room



11/7/2017

Offshore Specialty Fabricators, LLC



205 Man Living Quarters / Office

TV Room



11/7/2017

Offshore Specialty Fabricators, LLC



MAIN PASS MINE

OFFICE / LIVING QUARTERS

FREEPORT SULPHUR COMPANY

A DIVISION OF FREEPORT McMoRAN RESOURCE PARTNERS

NEW ORLEANS, LOUISIANA

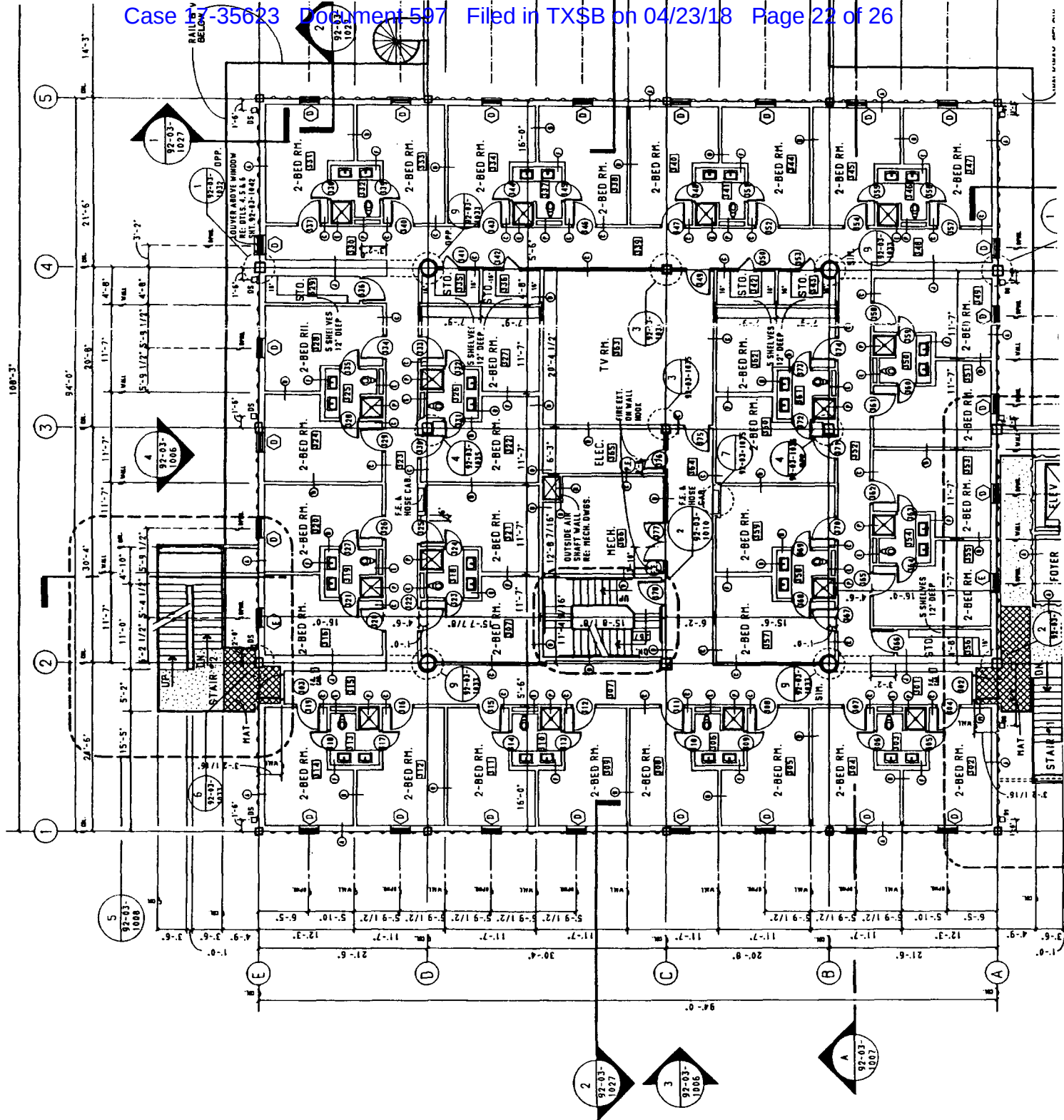
DRAWING LIST

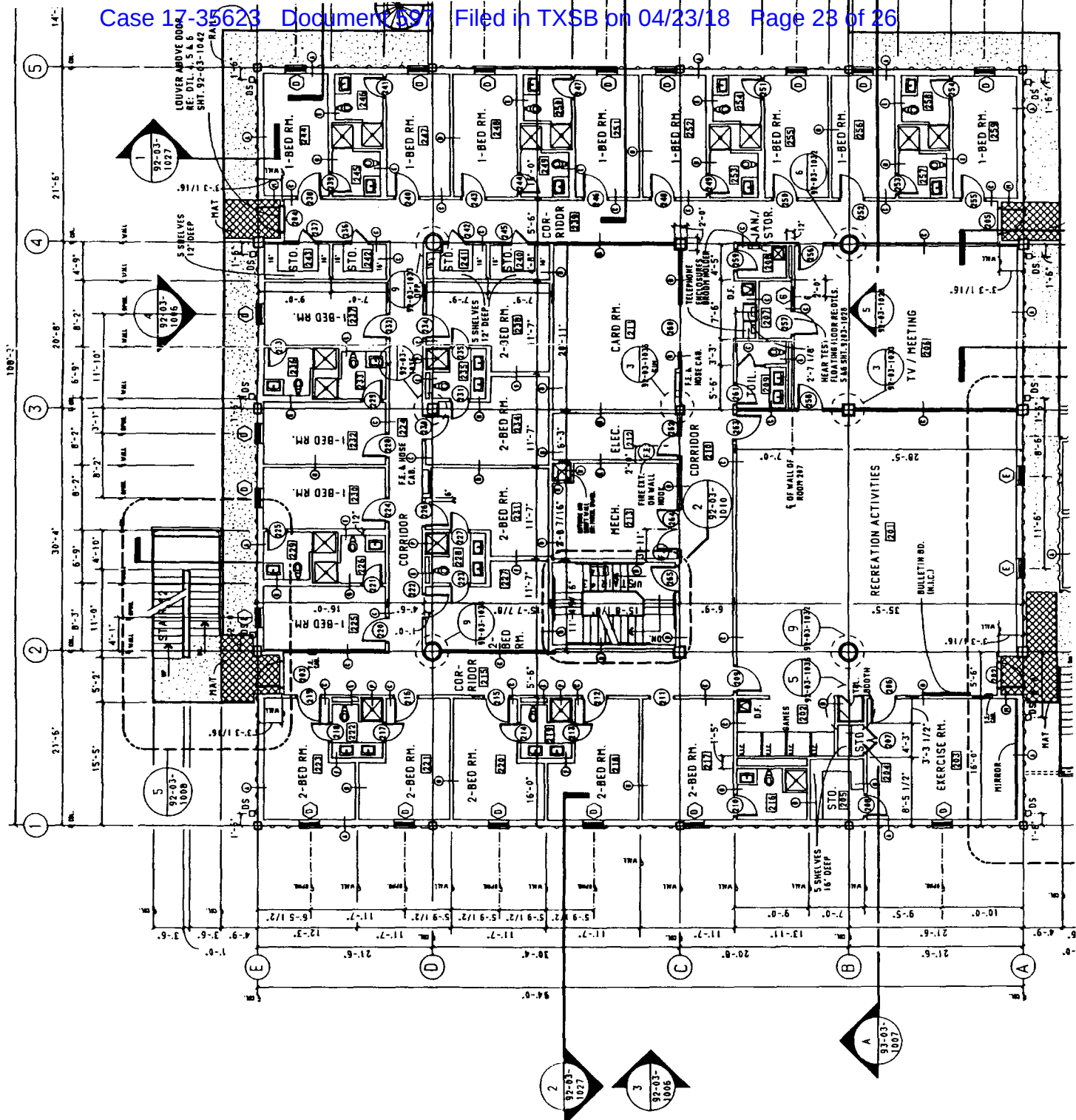
ARCHITECTURAL

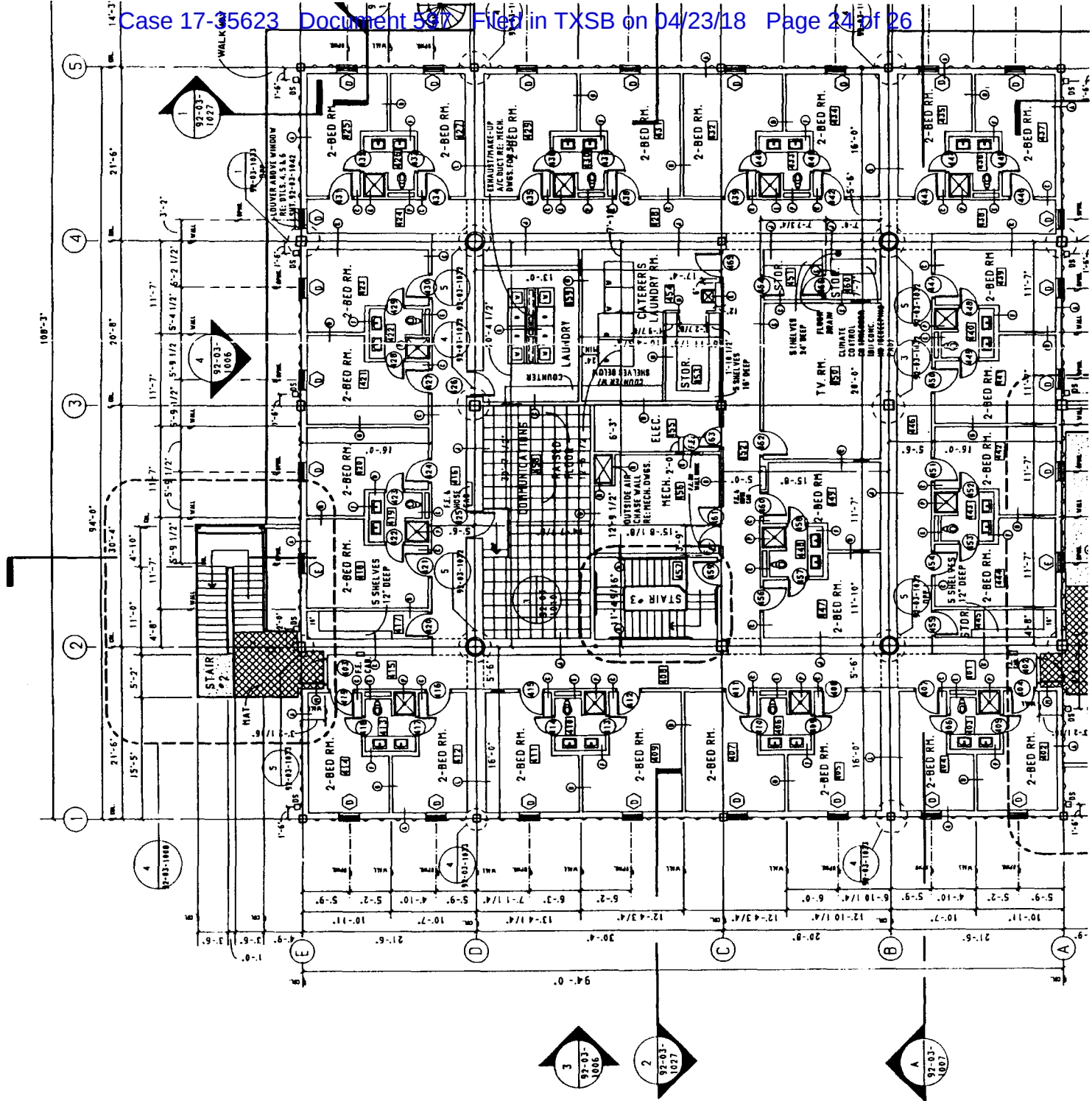
92-03-1001 FIRST FLOOR PLAN
92-03-1002 SECOND FLOOR PLAN
92-03-1003 THIRD FLOOR PLAN
92-03-1004 FOURTH FLOOR PLAN
92-03-1005 BUILDING ELEVATIONS
92-03-1006 BUILDING ELEVATIONS
92-03-1007 BUILDING SECTIONS
92-03-1008 STAIR DETAILS
92-03-1009 ELEVATOR SECTIONS
92-03-1010 STAIR DETAILS
92-03-1011 KITCHEN/DINING ROOM FLOOR PLAN
92-03-1012 DOOR OPENING SCHEDULE
92-03-1013 DOOR OPENING SCHEDULE
92-03-1014 DOOR OPENING SCHEDULE
92-03-1015 WINDOW DETAILS-HEAD, JAMB, SILL
92-03-1016 WINDOW DETAILS-HEAD, JAMB, SILL
92-03-1017 FINISH SCHEDULE
92-03-1018 FINISH SCHEDULE
92-03-1019 FINISH SCHEDULE
92-03-1020 FINISH SCHEDULE
92-03-1021 TYPICAL ROOM FLOOR PLANS
92-03-1022 FIRST FLOOR FURNITURE PLAN
92-03-1023 SECOND FLOOR FURNITURE PLAN
92-03-1024 THIRD FLOOR FURNITURE PLAN
92-03-1025 FOURTH FLOOR FURNITURE PLAN
92-03-1026 WALL SECTIONS
92-03-1027 WALL SECTIONS
92-03-1028 WINDOW DETAILS - HEAD, JAMB, SILL
92-03-1029 WINDOW DETAILS - HEAD, JAMB, SILL
92-03-1030 WINDOW DETAILS - HEAD, JAMB, SILL
92-03-1031 WINDOW DETAILS

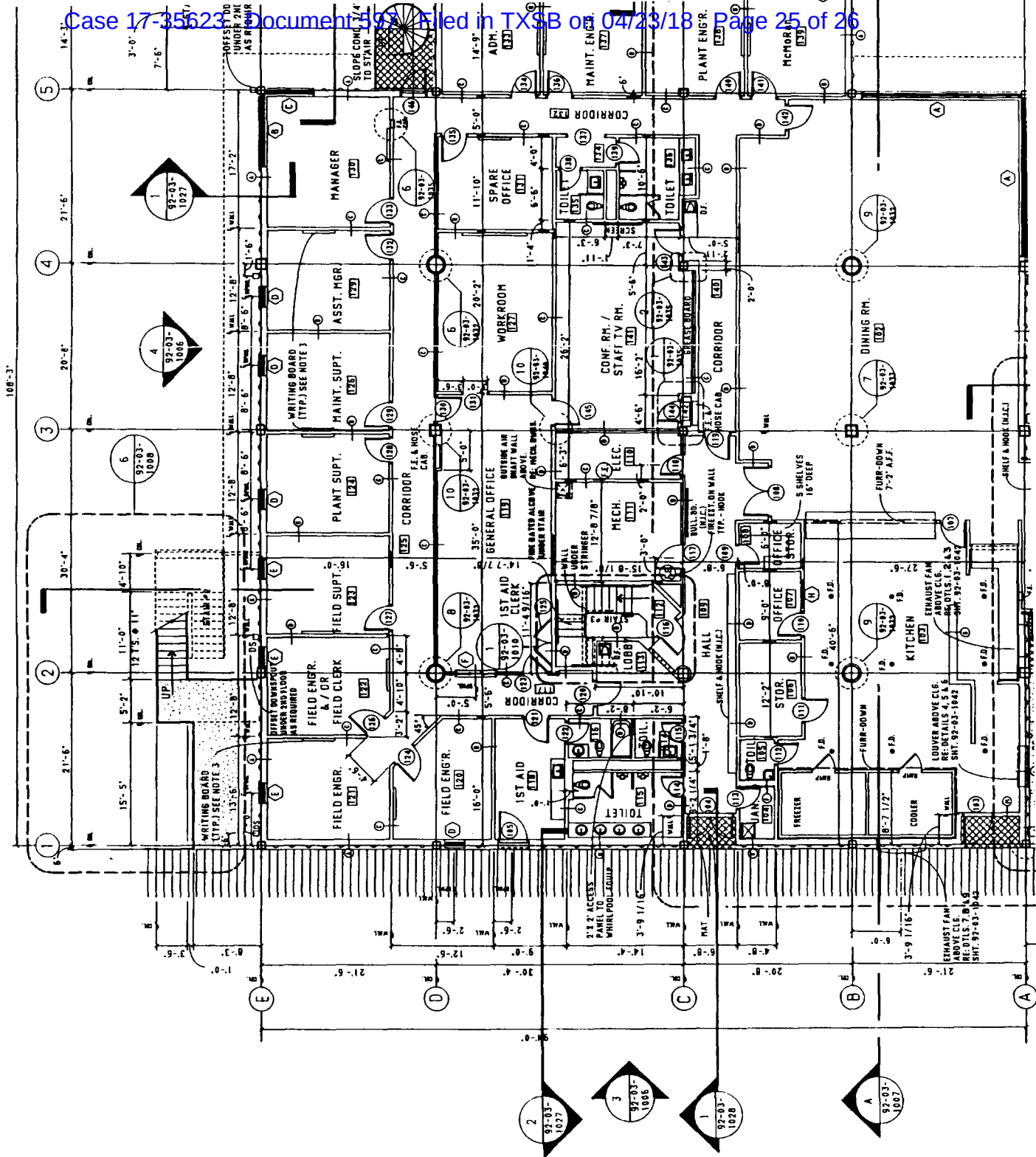
STRUCTURAL

(THESE DRAWINGS ARE APPROVED FOR CONSTRUCTION DATED AUGUST 10, 1990)
92-04-0001 HANDRAIL DETAILS
92-04-1001 FIRST FLOOR FRAMING PLAN
92-04-1002 SECOND FLOOR FRAMING PLAN
92-04-1003 THIRD FLOOR FRAMING PLAN
92-04-1004 FOURTH FLOOR FRAMING PLAN
92-04-1005 ROOF FRAMING PLAN
92-04-1006 FOTER AND ELEVATOR FRAMING PLANS
92-04-1007 FOTER AND ELEVATOR DETAILS
92-04-1008 NOT USED
92-04-1009 NOT USED
92-04-1010 FRAMING ELEVATIONS - COLUMN LINE A & E
92-04-1011 FRAMING ELEVATIONS - COLUMN LINE 1 & S
92-04-1012 FRAMING ELEVATIONS - COLUMN LINE B & D
92-04-1013 FRAMING ELEVATIONS - COLUMN LINE 2 & 4
92-04-1014 FRAMING ELEVATIONS - COLUMN LINE C & 3
92-04-1015 DETAILS
92-04-1016 DETAILS
92-04-1017 WALL SECTIONS & DETAILS
92-04-1018 NOT USED
92-04-1019 STAIR NO. 1 DETAILS
92-04-1020 STAIR NO. 2 DETAILS
92-04-1021 STAIR NO. 3 DETAILS
92-04-1022 STAIR NO. 3 DETAILS
92-04-1023 STAIR NO. 1 & 2 FRAMING SECTIONS
92-04-1024 LIFTING EYE DETAILS
92-04-1025 DETAILS
92-04-1026 DETAILS
92-04-1027 STAIR NO. 2A DETAILS











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|----|--------------------------|-----|
| 1. | WALK-IN COOLER / FREEZER | 31. |
| 2. | WALK-IN SHELVING | 32. |
| 3. | WALK-IN SINK | 33. |
| 4. | HAND WASH SINK | 34. |
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